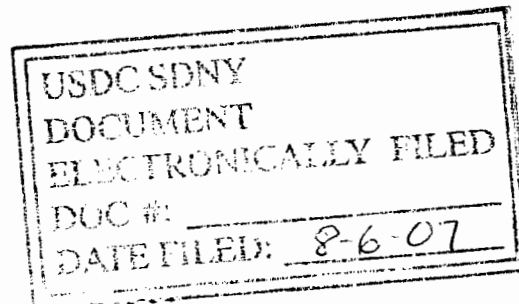


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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



JERRY TWINDE, On Behalf of Himself and All
Others Similarly Situated,

Plaintiff,

v.

THRESHOLD PHARMACEUTICALS, INC.,
HAROLD "BARRY" E. SELICK and JANET I.
SWEARSON,

Defendants.

Civil Action No.: 07 CV 6227 JSR

STIPULATION AND [PROPOSED]
ORDER REGARDING DEFENDANTS'
TIME TO ANSWER, MOVE OR
OTHERWISE RESPOND

WHEREAS on July 5, 2007, plaintiff Jerry Twinde ("Plaintiff") filed a class action complaint against defendants Threshold Pharmaceuticals, Inc., Harold E. Selick, and Janet I. Swearson ("Defendants");

WHEREAS Plaintiff anticipates motions being filed seeking appointment of lead plaintiff;

WHEREAS Defendants anticipate moving to transfer the above-referenced case and any related cases from the Southern District of New York to the Northern District of California;

WHEREAS, if Plaintiff is appointed lead plaintiff, or if Plaintiff's counsel is appointed as lead counsel, lead plaintiff will file an amended and consolidated complaint; and

WHEREAS the parties have not previously requested any extension of time;

IT IS HEREBY STIPULATED and agreed by and among the undersigned counsel on behalf of their respective clients that:

1. Defendants need not respond to the complaint filed July 5, 2007.
2. If Plaintiff is appointed lead plaintiff, or if Plaintiff's counsel is appointed as lead counsel, lead plaintiff shall file an amended and consolidated complaint within 45 days following entry of the order appointing lead plaintiff;
3. Defendants shall answer, move to dismiss, or otherwise respond to the amended and consolidated complaint within 45 days of its filing;
4. If Defendants move to dismiss the amended and consolidated complaint, lead plaintiff shall file his opposition within 45 days of the motion's filing, and Defendants shall file their replies within 30 days of the opposition's filing.

DATED: August 1, 2007

HELLER EHRMAN LLP

By 
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Attorneys for Defendants
THRESHOLD PHARMACEUTICALS, INC.,
HAROLD E. SELICK, JANET I. SWEARSON

DATED: August 1, 2007

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Attorneys for Plaintiff
JERRY TWINDE

~~SO ORDERED.~~

DENIED

~~SO ORDERED~~
[Signature]

Honorable Jod S. Rakoff
United States District Court Judge

8-3-07

n

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